CONSOLIDATED FINANCIAL STATEMENTS
GamePlan, Inc.
For the twelve months ended December 31, 2019 and 2018

GamePlan, Inc.

Restated Consolidated Financial Statements

For the twelve months ended December 31, 2019 and 2018

Contents

Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of GamePlan, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of GamePlan, Inc. as of December 31, 2019 and 2018, the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/S BF Borgers CPA PC
BF Borgers CPA PC

We have served as the Company's auditor since 2020
Lakewood, CO
April 12, 2021

GamePlan, Inc.

Consolidated Balance Sheets

	December 31, 2019 As restated	December 31, 2018 As restated
	(in thousands, except number of share data)	
Assets		
Current assets:		
Cash and cash equivalents	$ 336	$ 810
Crypto assets held	239	218
Prepaid expenses and other current assets	60	55
Total current assets	635	1,083
Property and equipment, net	221	465
Leased assets	716	-
Goodwill	15	15
Other noncurrent assets	51	60
Total assets	$ 1,638	$ 1,623
Liabilities and Shareholders' deficit		
Current liabilities:		
Accounts payable and accrued expenses	$ 917	$ 757
Lease liabilities	230	-
Crypto asset borrowings	934	1,257
Long-term debt, current portion	1,804	3
Other current liabilities	457	333
Total current liabilities	4,342	2,350
Long-term liabilities:		
Long-term debt	3,611	2,200
Lease liabilities	486	-
SAFT notes	5,435	5,435
Total liabilities	$ 13,874	$ 9,985
Shareholders' deficit:		
Common shares, $0.001 par value 1,247,617,399 shares authorized; 1,247,617,399 and 1,247,617,399 shares issued and outstanding as of December 31, 2019 and December 31, 2018, respectively	$ 1,248	$ 1,248
Additional paid in capital	(1,067)	(1,112)
Accumulated deficit	(12,280)	(8,475)
Accumulated other comprehensive loss	(137)	(23)
Total shareholders' deficit	(12,236)	(8,362)
Total liabilities and shareholders' deficit	$ 1,638	$ 1,623

See accompanying notes

GamePlan, Inc.

Consolidated Statement of Operations and Comprehensive Income

	For the twelve months ended December 31, 2019 As restated	December 31, 2018 As restated
	(in thousands, except share and per share information)	
Revenues	$ 22,643	$ 26,898
Cost of revenues	21,997	27,255
Gross profit (loss)	646	(357)
Operating expenses:		
Salaries and benefits	1,644	2,058
Selling, general and administrative	1,130	1,622
Other operating expense	61	72
Total operating expenses	2,835	3,752
Loss from operations	(2,189)	(4,109)
Interest expense	289	266
Other (income) expense	1,327	(2,536)
Income loss before income taxes	(3,805)	(1,839)
Income tax expense/(benefit)	-	-
Net loss	$ (3,805)	$ (1,839)
Basic earnings per share	$ (0.00305)	$ (0.00147)
Diluted earnings per share	$ (0.00305)	$ (0.00147)
Weighted average shares outstanding - Basic and Diluted	1,247,617,399	1,247,617,399
Comprehensive loss		
Net loss	$ (3,805)	$ (1,839)
Foreign currency translation adjustment	(114)	(23)
Comprehensive loss	$ (3,919)	$ (1,862)

See accompanying notes.

GamePlan, Inc.

Consolidated Statement of Cash Flows

	For the twelve months ended	
	December 31, 2019 As restated	**December 31, 2018 As restated**
	(in thousands)	
Operating activities		
Net loss	$ (3,805)	$ (1,839)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	230	248
Debt discount amortization	2	-
Stock based compensation	45	(33)
Transaction losses and doubtful accounts	20	57
Fair value adjustment on derivatives	1,361	(2,453)
Changes in operating assets and liabilities:		
Crypto assets held	(22)	61
Prepaid expenses and other assets	4	(110)
Accrued expenses and other liabilities	158	206
Net cash used in operating activities	(2,007)	(3,863)
Investing activities		
Purchase of property in equipment	(15)	(471)
Net cash used in investing activities	(15)	(471)
Financing activities		
Issuance of SAFT Notes	-	5,435
Proceeds (repayment) of debt	1,548	(885)
Net cash provided by financing activities	1,548	4,550
Net increase/(decrease) in cash and cash equivalents	(474)	216
Cash and cash equivalents, beginning of period	810	594
Cash and cash equivalents, end of period	$ 336	$ 810
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 280	$ 264
Cash paid for taxes	$ 17	$ 20

See accompanying notes

GamePlan, Inc.

Consolidated Statement of Shareholders' Deficit

	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	As Restated					
	(in thousands, except number of share data)					
Balance, December 31, 2017	1,247,617,399	$ 1,248	$ (1,079)	$ (6,636)	$ -	$ (6,467)
Net Loss	-	-	-	(1,839)	-	(1,839)
Stock-based compensation	-	-	(33)	-	-	(33)
Foreign currency translation adjustment	-	-	-	-	(23)	(23)
Balance, December 31, 2018	1,247,617,399	$ 1,248	$ (1,112)	$ (8,475)	$ (23)	$ (8,362)
Net Loss	-	-	-	(3,805)	-	(3,805)
Stock-based compensation	-	-	45	-	-	45
Foreign currency translation adjustment	-	-	-	-	(114)	(114)
Balance, December 31, 2019	1,247,617,399	$ 1,248	$ (1,067)	$ (12,280)	$ (137)	$ (12,236)

See accompanying notes.

GamePlan, Inc.

Notes to Consolidated Financial Statements

For the twelve months ended December 31, 2019 and 2018

1. Nature of Business and Summary of Significant Accounting Policies

Nature of Business

GamePlan, Inc., a Nevada corporation, and its wholly owned subsidiary, Athena Bitcoin, Inc., a Delaware corporation (together referred to as “GamePlan” or “the Company”) is a provider of various crypto asset trading platforms, including the operation of automated teller machines (ATMs) for purposes of selling and buying crypto assets, personalized investor services, and the operation of online peer to peer exchanges. The Company’s network of Athena Bitcoin ATMs is presently active in ten states (CA, TX, GA, FL, OH, IL, MO, PA, MI, AL) and the territory of Puerto Rico in the United States, and 3 countries in Central and South America. The Company places its machines in convenience stores, shopping centers, and other easily accessible locations.

GamePlan Inc. was a “shell company” (as such term is defined in Rule 12b-2 under the Exchange Act) immediately before the completion of the transactions described below. GamePlan, Inc. was incorporated in the state of Nevada in 1991 for the sole purpose of merging with Sunbeam Solar, Inc., a Utah corporation, which merger occurred as of December 31, 1991. The Articles of Merger were filed in the state of Nevada pursuant to which GamePlan was the surviving entity following the merger. GamePlan was involved in various businesses, including, gaming and other consulting services, prior to becoming a company seeking acquisitions. GamePlan filed form 10-SB with the Securities and Exchange Commission in September 1999 thus becoming a reporting company under section 12(g) of the Securities and Exchange Act of 1934. The Company subsequently filed Form 15 in March, 2015, terminating its reporting status.

On January 14, 2020 the Company entered into a Share Exchange Agreement (the “Agreement”), by and among the Company, Athena Bitcoin, Inc., a Delaware S corporation (“Athena”) founded in 2015, and certain shareholders of Athena. The Agreement provides for the reorganization of Athena Bitcoin, Inc., with and into GamePlan, Inc., resulting in Athena becoming a wholly owned subsidiary of GamePlan. The agreement is for the exchange of 100% shares of the outstanding Common Stock of Athena, for 3,593,644,680 shares of GamePlan common stock (an exchange rate of 1,244.69 shares of GamePlan stock for each share of Athena stock). The closing of the transaction occurred as of January 30, 2020.

The former shareholders of Athena Bitcoin, Inc. acquired control of the Company upon the closing of the share exchange transaction. The exchange was accounted for as a reverse acquisition. Accordingly, for financial statement purposes, Athena Bitcoin, Inc. is considered the accounting acquiror and the related business combination is considered a recapitalization of Athena Bitcoin, Inc. rather than an acquisition by the Company. The historical financial statements prior to the Agreement are those of Athena, except that the historical equity of Athena has been retroactively restated to reflect the number of shares received in the business combination at the exchange rate of 1,244.69 shares of GamePlan common stock for each share of Athena common stock. The historical common stock carrying amount has been adjusted to reflect the revised par value of the outstanding stock and the corresponding offset was reflected in the additional paid-in capital. All share and per share information included in these financial statements have been adjusted to reflect the 1,244.69 to 1 share conversion.

In connection with this transaction, the SAFT Notes were converted into 1,653,425,404 shares of the Company's common stock. Additionally, warrants to purchase 115,888,490 shares of the Company's common stock were exercised for proceeds of $69,000. Also, the Swingbridge notes were converted into 419,078,082 shares of the Company's common stock. Lastly, 157,635,309 shares were issued upon the exercise of stock options.

Following the closing date of the transaction, there were 4,079,815,704 shares of the Company's common stock outstanding. It subsequently purchased and cancelled 30,442,825 shares.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of GamePlan Inc., Athena Bitcoin, Inc. and its wholly owned subsidiaries, Athena Bitcoin S. de R.L. de C.V., incorporated in Mexico; Athena Holdings Colombia SAS, incorporated in Colombia; Athena Holding Company S.R.L, incorporated in Argentina;, Athena Holdings of PR LLC, incorporated in Puerto Rico; and Athena Holdings El Salvador, S.A. de C.V., incorporated in El Salvador. All intercompany account balances and transactions have been eliminated in consolidation.

A summary of the Company's significant accounting policies is as follows:

Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the accompanying notes. Actual results could differ from those estimates. Significant estimates and assumptions made by management are used for, but not limited to, the useful lives of property, and equipment; valuation of derivatives and stock options; and impairment assessment for goodwill and long-lived assets. These estimates are based on historical data and experience, as well as various other factors that management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources.

Revenue Recognition

In May 2014, the FASB issued Topic 606, which supersedes the prior revenue recognition standard (Topic 605). Under Topic 606, revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration which the entity expects to be entitled to in exchange for those goods or services. In addition, this standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. Topic 606 also includes Subtopic 340-40, *Other Assets and Deferred Costs—Contracts with Customers*, which requires the deferral of incremental costs of obtaining a contract with a customer. The Company adopted Topic 606 effective January 1, 2019 using the modified retrospective method.

The Company derives its revenues primarily from two sources: (i) point of sale transactions of crypto assets at ATMs and (ii) customized investor trading services for the sale or purchase of crypto assets. Revenues are recognized at the point of sale of these services to our customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services. The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, we satisfy a performance obligation.

Judgment is required in determining whether the Company is the principal or the agent in transactions between customers. The Company evaluates the presentation of revenue on a gross or net basis based on whether it controls the crypto asset provided before it is transferred to the customer (gross) or whether it acts as an agent by arranging for other customers on the platform to provide the crypto asset to the customer (net). As the Company controls the crypto asset being provided before it is transferred to the customer and establishes the price for the crypto assets, whether selling through ATMs or over the telephone, the Company is the principal in these transactions; the Company records these transactions on a gross basis. In cases where the fees calculated as a percentage of the purchase value for facilitating a peer-to-peer exchange transaction between sellers and buyers, as in BitQuick, revenue is recognized on a net basis.

The Company recognizes revenue when performance obligations identified under the terms of contracts with its customers are satisfied. The Company considers its performance obligation satisfied, and recognizes revenue, at the point in time the transaction is processed. Contracts with customers are usually open-ended and can be terminated by either party without a termination penalty. Therefore, contracts are defined at the transaction level and do not extend beyond the service already provided. The Company's revenue associated with ATM and investor services are recognized at a point in time when the crypto asset is delivered to the customer.

The Company controls the service as it is primarily responsible for fulfilling the service and has discretion in establishing pricing with its customers.

Cost of Revenues

Cost of revenues consists primarily of expenses related to the acquisition of crypto assets and the costs of operating the ATMs from which the crypto assets are sold.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

The Company maintains cash balances at various financial institutions. Accounts at these institutions are secured by the Federal Deposit Insurance Corporation (FDIC). The Company has deposits in excess of the FDIC-insured limit. The Company has not experienced any losses in such accounts. Management believes that the Company is not exposed to any significant credit risk with respect to its cash and cash equivalents.

Accounts Receivable

Accounts receivable is stated at the amount the Company expects to collect.

Concentration of Credit Risk

The Company's revenues are generated primarily from ATM sales to customers located in the United States and Latin America. No single customer of the ATM network is responsible for over 1% of revenue. Also, as the Company collects all amounts from these customers and holds $0 in accounts receivable from the customers, there is no credit risk associated with customer concentration.

Equipment and Leasehold Improvements

Equipment and leasehold improvements are stated at cost, net of accumulated depreciation. Equipment, furniture and fixtures, and software are depreciated over the estimated useful lives of the assets. Leasehold improvements are depreciated over the shorter of the estimated useful lives of improvements or the term of the related lease. Repairs and maintenance costs are expensed as incurred.

Following are the estimated useful lives:

Computer equipment	Three years
ATM equipment	Three years
Office equipment	Six years
Leasehold improvements	Lesser of estimated useful life or remaining lease term

Goodwill

The Company conducts goodwill impairment testing in the fourth quarter of each year or whenever indicators of impairment exists. The Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform a quantitative goodwill impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50%. If, after assessing the totality of events or circumstances, it is determined that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the quantitative impairment test is unnecessary and goodwill is considered to be unimpaired. However, if, based on the qualitative assessment, the Company concludes that it is more likely than not that the fair value of a reporting unit (generally based on discounted future cash flows) is less than its carrying amount, it will proceed with performing the quantitative assessment which is done by comparing the fair value of a reporting unit with its carrying amount and recognizing an impairment charge for the amount by which the carrying amount exceeds the fair value, if any, not to exceed the total amount of goodwill. Based on the Company's assessment, goodwill was not impaired as of December 31, 2019 and December 31, 2018.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances have indicated that an asset may not be recoverable. Management has determined that no impairment of long-lived assets existed as of December 31, 2019 and December 31, 2018.

Crypto Asset Borrowings

The Company borrows crypto assets. Such crypto assets borrowed by the Company are reported in crypto assets held on the Company's consolidated balance sheets.

The borrowings are accounted for as hybrid instruments, with a liability host contract that contains an embedded derivative based on the changes in the fair value of the underlying crypto asset. The host contract is not accounted for as a debt instrument because it is not a financial liability, is carried at the fair value of the assets acquired and reported in crypto asset borrowings in the consolidated balance sheets. The embedded derivative is accounted for at fair value, with changes in fair value recognized in other non-operating expenses in the consolidated statements of operations and comprehensive income. The embedded derivatives are included in crypto asset borrowings in the consolidated balance sheets.

The term of these borrowings can either be for a fixed term of less than one year or can be open-ended and repayable at the option of the Company or the lender. These borrowings bear a fee payable by the Company to the lender, which is based on a percentage of the amount borrowed and is denominated in the related crypto asset borrowed. The borrowing fee is recognized on an accrual basis and is included in other non-operating expenses in the consolidated statements of operations.

Derivative Contracts

Derivative contracts derive their value from underlying asset prices, other inputs or a combination of these factors.

As a result of the Company entering into transactions to borrow crypto assets, an embedded derivative is recognized relating to the differences between the fair value of the amount borrowed, which is recognized on the borrowing effective date, and the fair value of the amount that will ultimately be repaid, based on changes in the spot price of the crypto asset over the term of the borrowing. This embedded derivative is accounted for as a forward contract to exchange at maturity the fixed amount of the crypto asset to be repaid.

Advertising Expense

The Company expenses advertising costs (included in Selling, general, and administrative expense) when they are incurred. The Company incurred $37,833 and $96,247 in advertising expenses for the twelve months ended December 31, 2019 and 2018, respectively.

Accumulated Other Comprehensive Income

Unrealized gains and losses are accumulated in "Accumulated other comprehensive loss" ("AOCI"). These changes are also reported in "Other comprehensive income (loss)" on the Consolidated Statements of Comprehensive Income. These include unrealized gains and losses related to foreign currency translation.

Foreign Currency Translation

The functional currency of our wholly owned subsidiaries is the currency of the primary economic environment in which the Company operates. Assets and liabilities denominated in currencies other than the functional currency are remeasured using the current exchange rate for monetary accounts and historical exchange rates for nonmonetary accounts, with exchange differences on remeasurement included in comprehensive income in our consolidated statements of operations and comprehensive income. Our foreign subsidiaries that utilize foreign currency as their functional currency translate such currency into U.S. dollars using (i) the exchange rate on the balance sheet dates for assets and liabilities, (ii) the average exchange rates prevailing during the period for revenues and expenses, and (iii) historical exchange rates for equity. Any translation adjustments resulting from this process are shown separately as a component of accumulated other comprehensive loss within shareholders' deficit in the consolidated balance sheets.

Stock-Based Compensation Expense

The Company accounts for stock-based compensation according to the provisions of ASC 718, *Stock Compensation*, which requires the measurement and recognition of compensation expense for all stock-based awards made to employees and directors, including employee stock options and non-vested stock awards, based on the fair values on the dates they are granted. The Company records the fair value of awards expected to vest as compensation expense on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period.

The Company uses the Black-Scholes option pricing model for determining the estimated fair value for stock-based awards. The Black-Scholes option pricing model requires the use of highly subjective and complex assumptions, which determine the fair value of stock-based awards, including the options expected term, expected volatility of the underlying stock, risk-free rate, and expected dividends. The expected volatility is based on the average historical volatility of certain comparable publicly traded companies within the Company's industry. The expected term assumptions are based on the simplified method, due to insufficient historical exercise data and the limited period of time that the Company's equity securities have been available for issuance. The risk-free interest rates are based on the U.S. Treasury yield in effect at the time of grant. The Company does not expect to pay dividends on common stock in the foreseeable future; therefore, it estimated the dividend yield to be 0%.

Treasury stock

Treasury stock purchases are accounted for under the cost method, whereby the entire cost of the acquired stock is recorded as treasury stock. Upon retirement of treasury shares amounts in excess of par are value are charged to retained deficit.

Warrants to Purchase Common Shares

In 2017 Athena Bitcoin issued warrants to purchase 202,350 shares of Athena's common stock for $14,005 for a right to purchase common shares in Athena Bitcoin, priced at $2.00 to $3.00 per share, at an average exercise price of $2.49 per share. There was no activity related to these warrants in 2019 and the warrants to purchase 202,350 shares of Athena common stock remained outstanding on December 31, 2019 and were classified as equity. As of December 31, 2019, there are 1,002,350 shares of Athena Bitcoin issued, outstanding, and held by the Company.

In January 2020, warrants to purchase 102,350 shares of Athena Bitcoin common stock at an average exercise price of $2.00 per share were exercised, some of them in a cashless manner, against a lesser number of shares. As a result of the exercise of these warrants, the net issuance of Athena common stock was 93,106 shares (exchanged into 115,888,490 shares of the Company's common stock on January 31, 2020). The unexercised warrants to purchase 100,000 shares of Athena Bitcoin common stock, at an exercise price of $3 per share, remain outstanding as of December 31, 2020. The warrant will expire on May 30, 2025.

Income taxes

Income taxes are accounted for under an asset and liability approach. This process involves calculating the temporary and permanent differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The temporary differences result in deferred tax assets and liabilities, which would be recorded on the Balance Sheet in accordance with ASC 740, which established financial accounting and reporting standards for the effect of income taxes. The likelihood that its deferred tax assets will be recovered from future taxable income must be assessed and, to the extent that recovery is not likely, a valuation allowance is established. Changes in the valuation allowance in a period are recorded through the income tax provision in the consolidated Statements of Operations.

The Company adopted ASC 740-10-30 on January 1, 2020. ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in an entity's consolidated financial statements and prescribes a recognition threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Under ASC 740-10, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Additionally, ASC 740-10 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. As a result of the implementation of ASC 740-10, the Company does not have a liability for unrecognized income tax benefits.

Segment reporting

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (the "CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's Chief Executive Officer is the Company's CODM. The CODM reviews financial information presented on a global consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. While the Company does have revenue from multiple products and geographies, no measures of profitability by product or geography are available, so discrete financial information is not available for each such component. As such, the Company has determined that it operates as one operating segment and one reportable segment.

Loss per share

Basic loss per share is calculated by dividing net loss by the number of weighted average common shares outstanding for the applicable period. Diluted income per share is calculated by dividing net loss by the weighted average shares outstanding. For the year ended December 31, 2019, there were 459,285,631 potential common shares related to the Company's warrants and stock options were excluded from the earnings per share calculation because the impact would have been antidilutive.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, “Leases,” which amended authoritative guidance on leases and is codified in ASC 842. The amended guidance requires entities to record most leased assets and liabilities on the balance sheet, and also retains a dual model approach for assessing lease classification and recognizing expense. The FASB subsequently issued updates to provide clarification on specific topics, including adoption guidance, practical expedients and interim transition disclosure requirements.

The Company adopted the standard on January 1, 2019, by applying the modified retrospective method without restatement of comparative periods' financial information, as permitted by the transition guidance. Accordingly, the Company has provided disclosures required by prior lease guidance for comparative periods. The adoption of this standard resulted in the recognition of right-of-use assets and related lease obligations of $1,208,837 as of January 1, 2019. The standard did not have a significant impact on the Company's operating results or cash flows.

The Company elected certain practical expedients, including the election not to reassess its prior conclusions about lease identification, lease classification and initial direct costs, as well as the election not to separate lease and non-lease components for arrangements where the Company is a lessee. Leases with an initial lease term of 12 months or less are not recorded on the balance sheet. The Company determines if an arrangement contains a lease at inception. Operating lease expense is recognized on a straight-line basis over the lease term.

Operating lease assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. For purposes of calculating operating lease obligations under the standard, the Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such option. The Company's leases do not contain material residual value guarantees or material restrictive covenants. The discount rate used to measure a lease obligation should be the rate implicit in the lease; however, the Company’s operating leases generally do not provide an implicit rate. Accordingly, the Company uses its incremental borrowing rate at lease commencement to determine the present value of lease payments. The incremental borrowing rate is an entity-specific rate which represents the rate of interest a lessee would pay to borrow on a collateralized basis over a similar term with similar payments. Right-of-use (“ROU”) assets represent the Company’s right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. The operating lease asset also includes any initial direct costs and lease payments made prior to lease commencement and excludes lease incentives incurred. See Note 9, "Operating Leases," for additional information.

In August 2020, the FASB issued ASU 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity, or ASU 2020-06, which simplifies the accounting for convertible instruments by removing certain separation models required under current U.S. GAAP, including the beneficial conversion feature and cash conversion models. ASU 2020-06 removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception and it also simplifies the diluted earnings per share calculation in certain areas. This guidance will be effective for us for annual reporting periods beginning after December 15, 2021 and for interim periods within those annual periods and can be applied utilizing either a modified or full retrospective transition method. Early adoption is permitted. We have not yet adopted this standard and are currently evaluating the impact and timing of adopting this guidance.

2. Correction of Errors in Previously Reported Financial Statements

The Company has restated our previously issued audited financial statements as of December 31, 2019 and for the year ended December 31, 2019 to correct for certain errors which decreased net loss $320,000 as outlined below.

Additionally, the Company has restated our previously issued, unaudited financial statements as of December 31, 2018 and for the twelve months then ended to correct for similar errors.

In addition to these corrections, certain reclassifications, including additional disclosures pertaining to related parties, crypto based borrowings, and fees and loss on embedded derivatives have been made to the prior period financial statements. These reclassifications had no effect on net income (loss) or cash flows as previously reported.

3. Summary of impact of the restatement on the consolidated financial statements for the year 2019 and 2018. The following is the impact of the restatement on the consolidated balance sheet as of December 31, 2019:

	December 31, 2019 As reported	December 31, 2019 As restated	Change	See explanation
		(in thousands)		
Cash and cash equivalents	$ 180	$ 336	$ 156	Cash in transit
Crypto assets held	239	239	-	
Accounts receivable	31	-	(31)	
Prepaid expenses and other current assets	60	60	-	
Total current assets	510	635	125	
Property and equipment, net	304	221	(83)	Property and equipment
Leased assets	-	716	716	ASC 842 adoption
Goodwill	-	15	15	
Other noncurrent assets	48	51	3	
Total assets	$ 862	$ 1,638	$ 776	
Accounts payable and accrued expenses	$ 133	$ 917	$ 784	Current liabilities
Lease liabilities	-	230	230	ASC 842 adoption
Long-term debt, current portion	1,804	1,804	-	
Short-term debt	934	-	(934)	Crypto asset borrowing
Crypto asset borrowings	-	934	934	Crypto asset borrowing
Other current liabilities	1,319	457	(862)	Current liabilities
Total current liabilities	4,190	4,342	152	

	December 31, 2019 As reported	December 31, 2019 As restated	Change	See explanation
	(in thousands, except number of share data)			
Long-term debt	3,762	3,611	(151)	Debt
Lease liabilities	-	486	486	ASC 842 adoption
SAFT Notes	5,435	5,435	-	
Total liabilities	$ 14,696	$ 13,874	$ (822)	Total liabilities
Shareholders' deficit:				
Common shares	1	1,248	1,247	Recapitalization
Additional paid in capital	206	(1,067)	(1,273)	Recapitalization
Accumulated deficit	(13,613)	(12,280)	1,333	Accumulated Deficit
Accumulated other comprehensive loss	(428)	(137)	291	Other comprehensive loss
Total shareholders' deficit	(13,834)	(12,236)	1,598	
Total liabilities and shareholders' deficit	$ 862	$ 1,638	$ 776	

The following is the impact of the restatement on the consolidated statements of operations and comprehensive income for the twelve months ended December 31, 2019:

	For the year ended December 31, 2019				Note
	As reported	Corrections	Reclassified	As restated	
	(in thousands)				
Revenues	$ 22,527	$ 144	$ (27)	$ 22,643	
Cost of revenues	21,817	58	(239)	21,997	
Gross Profit	710	202	(266)	646	
Operating expense:					
Salaries and benefits	1,589	15	40	1,644	
Selling, general and administrative	1,697	(171)	(396)	1,130	
Other operating expense	-		61	61	
Total Operating Expense	3,286	(156)	(295)	2,835	
Loss from operations	(2,576)	358	29	(2,189)	
Interest expense	649	9	(369)	289	Crypto borrowing fees
Other (income) expense	900	29	398	1,327	Crypto borrowing fees
Net loss	$ (4,125)	$ 320	$ -	$ (3,805)	
Foreign currency translation adjustment	26	(140)	-	(114)	Other comprehensive loss
Unrealized gain on crypto assets	-	-	-	-	
Comprehensive income/(loss)	$ (4,099)	$ 180	$ -	$ (3,919)	

GamePlan, Inc.

Notes to Consolidated Financial Statements (continued)

The following is the impact of the restatement on the consolidated statement of cash flows for the twelve months ended December 31, 2019:

	For the twelve months ended			
	December 31, 2019 As reported	**December 31, 2019 As restated**	**Change**	**Explanatory Note**
		(in thousands)		
Operating activities				
Net loss	$ (4,124)	$ (3,805)	$ (319)	Change in Net loss
Net cash used in operating activities	(1,805)	(2,007)	(202)	
Net cash used in investing activities	(6)	(15)	(9)	
Net cash provided by financing activities	1,300	1,548	248	
Net increase/(decrease) in cash and cash equivalents	(511)	(474)	37	
Cash and cash equivalents, beginning of period	691	810	119	Cash in transit
Cash and cash equivalents, end of period	$ 180	$ 336	$ 156	

Net cash provided by financing activities increase by $248,000 for the twelve months ended December 31, 2019 is due to correctly recording a bitcoin loan which was previously incorrectly recorded as an increase in accounts payable balance.

The following is the comparative data of the restated statement of equity for the twelve months ended December 31, 2019: *(in thousands, except number of share data)*

	Common Units		Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	**Amount**				
			As Reported			
Balance, December 31, 2018	1,002,000	$ 1	$ 161	$ (8,180)	$ (454)	$ (8,472)
Net Income	-	-	-	(4,124)	-	(4,124)
Stock option exercises	-	-	45	-	-	45
Foreign currency translation adjustment	-	-	-	-	26	26
Balance, December 31, 2019	1,002,000	$ 1	$ 206	$ (12,304)	$ (428)	$ (12,525)
			As Restated			
Balance, December 31, 2018	1,247,617,399	$ 1,248	$ (1,112)	$ (8,474)	$ (23)	$ (8,361)
Net Income	-	-	-	(3,806)	-	(3,806)
Stock compensation	-	-	45	-	-	45
Foreign currency translation adjustment	-	-	-	-	(114)	(114)
Balance, December 31, 2019	1,247,617,399	$ 1,248	$ (1,067)	$ (12,280)	$ (137)	$ (12,236)

GamePlan, Inc.

Notes to Consolidated Financial Statements (continued)

Refer to explanatory note on the changes to accumulated deficit and accumulated other comprehensive loss below.

The following is the impact of the restatement on the consolidated balance sheet for the year ended December 31, 2018:

	December 31, 2018 As reported	December 31, 2018 As restated	Change	See explanation
	(in thousands, except number of share data)			
Change in balances pertaining to:				
Cash and cash equivalents	$ 691	$ 810	$ 119	Cash in transit
Accounts receivable	37	-	(37)	
Crypto assets held	218	218	-	
Prepaid expenses and other current assets	46	55	9	
Total current assets	992	1,083	91	
Property and equipment, net	582	465	(117)	Property and equipment
Goodwill	-	15	15	
Other noncurrent assets	225	60	(165)	Other noncurrent assets
Total assets	$ 1,799	$ 1,623	$ (176)	
Accounts payable and accrued expenses	$ 710	$ 757	$ 47	Current liabilities
Long-term debt, current portion	212	3	(209)	Debt
Crypto asset borrowings	-	1,257	1,257	Crypto asset borrowings
Short-term debt	1,262	-	(1,262)	Crypto asset borrowings
Other current liabilities	828	333	(495)	Current liabilities
Total current liabilities	3,012	2,350	(662)	
Long-term debt	2,008	2,200	192	Debt
SAFT Notes	5,435	5,435	-	
Total liabilities	$ 10,455	$ 9,985	$ (470)	
Shareholders' deficit:				
Common shares	$ 1	$ 1,248	$ 1,247	Recapitalization
Additional paid in capital	161	(1,112)	(1,273)	Recapitalization
Accumulated deficit	(8,363)	(8,475)	(109)	Accumulated Deficit
Accumulated other comprehensive loss	(455)	(23)	432	Other comprehensive loss
Total shareholders' deficit	(8,656)	(8,362)	295	
Total liabilities and shareholders' deficit	$ 1,799	$ 1,623	$ (177)	

GamePlan, Inc.

Notes to Consolidated Financial Statements (continued)

The following is the impact of the restatement on the consolidated statements of operations and comprehensive income for the twelve months ended December 31, 2018:

	For the year ended December 31, 2018				
	As reported	Corrections	Reclassified	As adjusted	Note
		(in thousands)			
Revenues	$ 26,319	$ 61	$ 518	$ 26,898	
Cost of revenues	26,603	(291)	943	27,255	
Gross Profit (Loss)	(284)	(352)	425	(357)	
Operating expense:					
Salaries and benefits	1,986	23	49	2,058	
Selling, general and administrative	2,003	92	(474)	1,621	
Other operating expense	-	73	-	73	
Total Operating Expense	3,989	188	(425)	3,752	
Loss from operations	(4,273)	(164)	-	(4,109)	
Interest expense	618	(89)	(263)	266	Crypto borrowing fees
Loss realized on settlement of VC Loans	1,438	(1,438)	-	-	
Other (income) expense	362	(3,161)	263	(2,536)	Crypto borrowing adj
Net loss	$ (6,691)	$ (4,852)	$ -	$ (1,839)	
Foreign currency translation adjustment	-	(23)	-	(23)	Foreign currency
Unrealized gain on virtual currency	3,079	(3,079)	-	-	Crypto borrowing adj
Comprehensive income/(loss)	$ (3,612)	$ 1,750	$ -	$ (1,862)	

The following is the impact of the restatement on the consolidated statement of cash flows for the twelve months ended December 31, 2018:

	For the twelve months ended			
	December 31, 2018 As reported	December 31, 2018 As restated	Change	Explanatory Note
		(in thousands)		
Operating activities				
Net loss	$ (6,692)	$ (1,839)	$ 4,853	
Net cash used in operating activities	(3,952)	(3,863)	89	
Net cash used in investing activities	(713)	(471)	242	
Net cash provided by financing activities	4,762	4,550	(212)	
Net increase in cash and cash equivalents	97	216	119	
Cash and cash equivalents, beginning of period	594	594	-	
Cash and cash equivalents, end of period	$ 691	$ 810	$ 119	

The Company determined that net, cash outflows previously reported as financing activities should have been reported as net cash used in operating activities. Additionally, refer to explanatory note related to other noncurrent assets.

The following is the comparative data of the restated statement of equity for the twelve months ended December 31, 2018: *(in thousands, except number of share data)*

	Common Units Shares	Common Units Amount	Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
			As Reported			
Balance, December 31, 2017	1,002,000	$ 1	$ 316	$ (1,244)	$ (5,454)	$ (6,381)
Net Income	-	-	-	(6,692)	-	(6,692)
Realized losses on settlement of VC loans	-	-	-	-	1,438	1,438
Unrealized gain/(loss) on Virtual and foreign currency	-	-	-	-	3,079	3,079
Prior period adjustments	-	-	(155)	(427)	483	(99)
Balance, December 31, 2018	1,002,000	$ 1	$ 161	$ (8,363)	$ (454)	$ (8,655)
			As Restated			
Balance, December 31, 2017	1,247,617,399	$ 1,248	$ (1,079)	$ (6,636)	$ -	$ (6,467)
Net loss	-	-	-	(1,839)	-	(1,839)
Stock compensation	-	-	(33)	-	-	(33)
Foreign currency translation adjustment	-	-	-	-	(23)	(23)
Balance, December 31, 2018	1,247,617,399	$ 1,248	$ (1,112)	$ (8,475)	$ (23)	$ (8,362)

The adjustment to equity to restate the January 1, 2018 opening balances for the correction of prior period errors was a decrease to Additional paid-in capital - $147,000; an increase in Accumulated deficit - $5,392,000, and a decrease in Accumulated other comprehensive loss - $5,454,000. Additionally, refer to explanatory note on the changes to accumulated deficit and accumulated other comprehensive loss below.

Cash in Transit. During 2021, we determined that certain transactions ($119,000) previously recorded as logistics expenses in 2018 should have been classified as Cash in transit with our logistics provider. For 2019, the Company determined that logistics service provider fees of $37,000 should have been classified as cash in transit. Therefore, Cash in transit as of December 31, 2019 and 2018 was corrected, increasing the Cash and cash equivalents balance and reducing the related logistics expense.

	December 31, 2019	December 31, 2018
	(in thousands)	
Cash and cash equivalents as reported	$ 180	$ 691
Impact of 2018 corrections carried forward	119	-
Corrections to logistics expenses	37	119
Cash and cash equivalents as restated	$ 336	$ 810

Property and equipment. The Company determined that it had inappropriately accounted for certain additions, disposals, and depreciation on property and equipment in 2018 and 2019. The corrections for these items is summarized below:

	December 31, 2019	December 31, 2018
	(in thousands)	
Property and equipment, net as reported	$ 304	$ 582
Impact of 2018 corrections carried forward	(117)	-
Corrections to gross value of assets	(5)	(143)
Corrections to depreciation	39	26
Property and equipment, net as restated	$ 221	$ 465

Other non-current assets. During the year ended December 31, 2018, the Company made expenditures of $150,000 which had previously been recorded as investments. However, the Company has determined that these expenditures had no future value and thus has recorded them as Selling, general, and administrative expense in 2018, with a corresponding reduction for 2019 expense. Additionally, the cash outflows were previously considered investing cash outflows, but now are a component of operating cash outflows.

ASC 842 adoption. The Company also re-evaluated its operating leases and recorded lease assets and liabilities (based on the present value of the future minimum lease payments as on January 1, 2019) in accordance with ASC 842 as elaborated in Note 9.

Current liabilities In 2021, the Company was informed of deposits errors made by our banking institution for 2019 amounting to $78,000. As, these net over deposited amounts must be refunded to the bank, we have established a corresponding accrued expense as of December 31, 2019. We also reclassified a related party payable ($532,000) from other current liabilities to accounts payable as of December 31, 2019. We reclassified accrued interest and accrued crypto asset borrowing fees previously included with debt ($168,719 as of December 31, 2019) to accounts payable. Due primarily to corrections made to income and expense items (principally cost of revenue) for the year ended December 31, 2018, other current liabilities were reduced as of December 31, 2018 by $560,000. As these were items in a foreign subsidiary the impact as of December 31, 2019 was reduced by $140,000 due to the impact of foreign currency translation. There were other, individually insignificant, corrections totaling $5,000 and $47,000 as of December 31, 2019 and 2018, respectively, which reduced accounts payable and accrued expenses. There were other, individually insignificant, corrections totaling $90,000 and $65,000 as of December 31, 2019 and 2018, respectively, which increased other current liabilities.

Crypto asset borrowings Crypto asset borrowings were previously presented as short term debt and are now presented separately as crypto asset borrowings. This reduced the short-term debt by $934,000 and $1,252,000 as of December 31, 2019 and 2018, respectively, with a corresponding increase to crypto asset borrowings.

Debt In addition, as of December 31, 2018, we corrected the classification of $192,000 of debt previously classified as long-term debt, current portion to long-term debt. Additionally, there were other individually insignificant adjustments which decreased long term debt, current portion and short-term debt by $17,000 and $5,000, respectively, as of December 31, 2018.

Total liabilities As of December 31, 2019, there was an arithmetical and typographical error in the previously presented Total liabilities. Therefore, the restated Total liabilities balance represents the net adjustments to the individual liability balances described above ($487,000), reduced by the prior error of $1,309, 000. As of December 31, 2019, there was a corresponding error in the accumulated deficit which has also been corrected.

Recapitalization As discussed in Note 1, due to the recapitalization event, the historical common stock of Athena must be adjusted to that of GamePlan for any subsequently issued financial statements. This entry correctly adjusts all share and per share information included in these financial statements to reflect the 1,244.69 to 1 share conversion. This increased common stock by $1,246,615 and reduced additional paid in capital by a similar amount. The additional changes in additional paid in capital are related to other corrections as of December 31, 2018.

Accumulated Deficit As of December 31, 2018, Accumulated deficit was increased by $109,000, which represents (a) an increase of $5,392,000 due to the correction of errors in financial statements prior to January 1, 2018; (b) a decrease of $4,854,000 due to the decrease in 2018 net loss as a result of corrections to the statement of operations for 2018; and (c) a decrease of $427,000 due to the elimination of the correction of a prior period error that was originally included in the 2018 financial statements.

As of December 31, 2019, Accumulated deficit was decreased by $1,333,000, which represents (a) a decrease of $1,309,000 for the typographical error discussed in total liabilities, (b) a decrease of $320,000 due to the decrease in 2019 net loss as a result of corrections to the statement of operations for 2019, (c) an increase of $109,000 as a result of the adjustments in 2018 and prior, (d) an increase of $182,000 due to an understatement in the December 31, 2018 balance initially recorded in the 2019 financial statements ($8,181,000) and the balance from 2018 financial statements ($8,363,000), and (e) an increase of $5,000 due to other insignificant adjustments.

Accumulated Other comprehensive loss As of December 31, 2018, accumulated other comprehensive loss decreased by $431,000. The decrease represents (a) additional foreign currency translation loss of $23,000 recorded in 2018, (b) a decrease of $5,454,000 resulting from corrections in the financial statements as of December 31, 2017 and prior, and (c) elimination of previously reported 2018 activity of $5,000,000 which was no longer necessary due to the correction of prior period errors. As of December 31, 2019, accumulated other comprehensive loss decreased by $291,000. The decrease represents additional foreign currency translation loss of $140,000 recorded in 2019 associated with foreign subsidiaries, offset by a decrease of $431
,000 resulting from corrections in the financial statements as of December 31, 2018 and prior.

Loss realized on settlement of VC loans. For the year ended December 31, 2018, the Company recorded a realized loss on settlement of VC loans for $1,438,000 as a component of Net loss and unrealized gain on virtual currency for $3,079,000 as a component of Comprehensive loss. The Company has now correctly recorded a gain on crypto assets borrowing derivatives for $2,453,000 as a component of net loss.

Crypto borrowing adjustment The Company had previously accounted for unrealized gain from changes in fair value of crypto asset borrowings as a component of Comprehensive loss, rather than a component of Net loss. As of December 31, 2017, the impact of correcting this treatment was to increase Accumulated deficit and decrease Accumulated other comprehensive loss by $5,454,000.

Crypto borrowing fees The Company had previously included fees on crypto asset borrowings as a component of Interest expense. The reclassification to treat these fees as Other expense reduced Interest expense by $372,000 and $263,000 for the year ended December 31, 2019 and 2018, respectively (with a corresponding increase to Other expense).

4. Fair Value Measurements

ASC 820, *Fair Value Measurement*, establishes a three-level valuation hierarchy for disclosure of fair value measurements. Under the FASB's authoritative guidance on fair value measurements, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various methods, including the market, income and cost approaches. Based on these approaches, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable inputs. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques, the Company is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1: Quoted prices for identical assets and liabilities traded in active exchange markets, such as the New York Stock Exchange.

Level 2: Observable inputs other than Level 1, including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data. Level 2 also includes derivative contracts whose value is determined using a pricing model with observable market inputs or can be derived principally from or corroborated by observable market data.

Level 3: Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation; also includes observable inputs for nonbinding single-dealer quotes not corroborated by observable market data.

The Company has various processes and controls in place to ensure that fair value is reasonably estimated. A model validation policy governs the use and control of valuation models used to estimate fair value. This policy requires review and approval of models, and periodic re-assessments of models to ensure that they are continuing to perform as designed. The Company performs due diligence procedures over third-party pricing service providers in order to support their use in the valuation process. Where market information is not available to support internal valuations, independent reviews of the valuations are performed, and any material exposures are escalated through a management review process.

While the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. To the extent that the valuation method is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. The degree of judgment exercised in determining fair value is greatest for the financial instruments categorized in Level 3.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the financial instrument’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

During the twelve months ended December 31, 2019, there were no changes to the Company’s valuation techniques that had, or are expected to have, a material impact on its consolidated financial position or results of operations.

As of December 31, 2019, and 2018, the fair value of the crypto asset borrowing derivatives (as determined by Level 2 fair value measurements) was $254,105 and $21,629, respectively.

The Company did not make any transfers between the levels of the fair value hierarchy during the years ended December 31, 2019 and December 31, 2018.

Non-Financial Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis (such as goodwill, property and equipment, and crypto assets held); that is, the assets and liabilities are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances (e.g., when there is evidence of impairment). For the years ended December 31, 2018 and 2019, there were no fair value adjustments recorded to these assets.

5. Property and Equipment

Property and equipment consist of the following at December 31, 2019 and December 31, 2018:

	December 31, 2019	December 31, 2018
ATM Equipment	$ 813,577	$ 820,430
Computer equipment	51,827	91,502
Office equipment	5,575	5,575
	870,979	917,507
Less accumulated depreciation	649,944	452,997
	$ 221,035	$ 464,510

Depreciation expense the twelve months ended December 31, 2019 and 2018 was $229,966 and $247,703 respectively.

6. Revenue

The following table presents revenue of the Company disaggregated by revenue source:

	December 31, 2019	December 31, 2018
Revenue		
Retail Sales - ATMs	$ 14,273,199	$ 17,510,126
Wholesale – private client, and trade	8,254,958	9,089,520
BitQuick, and other	114,814	298,614
	$ 22,642,972	$ 26,898,259

Retail Sales (ATM) revenue represents sales of crypto assets to customers at our ATMs. The Company's service is comprised of a single performance obligation to provide crypto assets to our customers at the ATMs.

Wholesale revenue represent sales of crypto assets to private clients and trade customers at the Company's over the counter (OTC) desk. Customers typically interact with the Company on the phone and in larger amounts and/or for a less well-known crypto asset.

Revenue from both these sources is recognized for on a gross basis.

BitQuick revenue represents the fees calculated as a percentage of the purchase value for facilitating a peer-to-peer exchange transaction between sellers and buyers that utilize this channel; revenue is recognized on a net basis.

Revenue disaggregated by geography based on sales location is as follows:

	December 31, 2019	December 31, 2018
Revenue		
United States	$ 22,040,064	$ 25,280,481
International	602,908	1,617,778
	$ 22,642,972	$ 26,898,259

7. Derivatives

Borrowings prior to 2018.

Prior to 2018, the Company had entered into arrangements to borrow Bitcoin from various parties, for a borrowing fee as percentage of outstanding principal as shown against each borrowing, that remained outstanding in the number shown against each as of January 1, 2018:

BTC (No.)	Date Borrowed	Fee Rate p.a.	Repaid on
200	December 8, 2016	12%	December 28,2018
30	May 10, 2016	12%	August 22, 2018
50	October 1, 2016	12%	November 22, 2019

In addition, the Company had borrowed 100 BTC on February 11, 2016 from Red Leaf Opportunities Fund LP, an entity in which the Chief Executive Officer has a controlling interest in the General Partner, Red Leaf Advisors LLC, for fee of 5% p.a. that was repaid on April 6, 2018.

Borrowings during 2018 and 2019.

On August 22, 2018, the Company entered into a borrowing agreement with one of the Company's directors and principal shareholders. Under this agreement, the Company borrowed 30 Bitcoins initially due on August 22, 2019. The borrowing fee as defined in the agreement, is 13.5% of the outstanding principal.

In November 2018, the Company entered into another agreement with this director. This agreement provides for up to four additional borrowings at 50 bitcoin increments with an initial term of 90 days for each loan. Fees for these borrowings is the greater of 10% of the outstanding principal or 0.4% of total ATM sales. The Company borrowed 50 bitcoins under this agreement in November 2018 and an additional 50 bitcoin in March 2019. The Company repaid these bitcoin borrowings in the year ended December 31, 2019.

	December 31, 2019		December 31, 2018	
	Bitcoin (No.)	Fair value (USD)	Bitcoin (No.)	Carrying value (USD)
Bitcoin borrowings:				
Beginning fair value balance bitcoins borrowings	330	$ 1,256,640	380	$ 4,799,328
New borrowings	50	206,187	280	1,203,153
Repayments	(250)	(1,889,867)	(330)	(2,292,753)
Gain (Loss) on crypto asset borrowing derivatives		(1,361,096)		2,453,087
Ending fair value balance bitcoins borrowings	130	$ 934,055	330	$ 1,256,640
Ending fair value consists of:				
Carrying value of outstanding host contract		$ 679,950		$ 1,235,011
Fair value of the embedded derivative liability		254,105		21,629
Total	130	$ 934,055	330	$ 1,256,640

During the years ended December 31, 2019 and 2018, the Company paid $372,098 and $263,638 of borrowing fees in crypto assets, respectively.

8. Debt

In 2017, the Company entered into several subordinated note agreements with shareholders of the Company's common stock. The notes had a principal amount of $117,000 with maturity dates in 2021 and 2022. Interest as defined in the notes is 12% per annum. As of both December 31, 2019, and December 31, 2018, the outstanding principal was $117,000.

On May 30, 2017, the Company entered into a senior note agreement with Consolidated Trading Futures, LLC. The note provided for a principal amount of $1,490,000 with a maturity date of May 31, 2022. Interest as defined in the note as 15% per annum. As of both December 31, 2019, and December 31, 2018, the outstanding principal was $1,490,000.

On August 1, 2018, the Company entered into a promissory note with LoanMe, Inc. The promissory note provided for a principal amount of $100,000, with a final maturity date of August 1, 2028, with equal monthly installment payments of $2,205. The loan is Interest as defined in the promissory note is 24% per annum. As of December 31, 2019, and December 31, 2018, the outstanding principal was $96,182 and $99,156, respectively.

On October 22, 2018, the Company entered into a promissory note with Swingbridge Crypto I, LLC. The promissory note provided for an aggregate of $500,000 in principal with a maturity date of May 30, 2019. Interest as defined in the promissory note is simple interest equal to 8% per annum. In the case the note is still outstanding beyond the maturity date, interest shall be calculated as 15% per annum, compounded annually from and after the maturity date. As of December 31, 2019, the outstanding principal was $500,000.

On May 21, 2019, the Company entered into a promissory note with Swingbridge Crypto II, LLC. The promissory note provided for an aggregate of $300,000 in principal with a maturity date of August 21, 2019. Interest as defined in the promissory note is simple interest equal to 30% per annum. In the case the note is still outstanding beyond the maturity date, interest shall be calculated as 40% per annum, compounded annually from and after the maturity date. As of December 31, 2019, the outstanding principal was $300,000.

On July 26, 2019, the Company entered into a promissory note with Swingbridge Crypto III, LLC. The promissory note provided for an aggregate of $1,000,000 in principal with a maturity date of July 26, 2020. Interest as defined in the promissory note is simple interest equal to 40% per annum. In the case the note is still outstanding beyond the maturity date, interest shall be calculated as 50% per annum, compounded annually from and after the maturity date. As of December 31, 2019, the outstanding principal was $1,000,000.

In connection with the recapitalization of the Company on January 31, 2020, these three Swingbridge notes were exchanged for 419,078,082 shares of the Company’s common stock.

On November 21, 2019, the Company entered into a promissory note with DV Chain, LLC. The promissory note provided for a principal amount of $1,950,719 with a maturity date of May 1, 2021. Interest as defined in the promissory note is 15% per annum. On August 16, 2020, the Company entered into an agreement with DV Chain, LLC, whereby the Company repurchased 30,422,825 common shares held by DV Chain, LLC at a price of $0.00388 and agreed to make accelerated payments of $25,000 per week on the promissory note until the maturity date of May 1, 2021. As of December 31, 2019, the outstanding principal is $1,950,719.

Principal payments due for the years ending December 31, 2019 are as follows:

2020	$ 1,803,771
2021	1,982,502
2022	1,586,065
2023	7,692
2024	9,756
2025	12,373
2026 and thereafter	51,743
	$ 5,453,902

Deferred financing costs and debt discounts are amortized using the effective interest method. Deferred financing and debt discount expense for the year ended December 31, 2019 and December 31, 2018 was $2,388 and $375, respectively. Deferred financing costs and debt discounts had a carrying value of $38,799 at December 31, 2019 and $2,938 at December 31, 2018. These discounts are recorded as a reduction of debt on the consolidated balance sheets.

9. Operating Leases

Lease liabilities as of December 31, 2019 consist of the following:

Current portion of lease liabilities	$	230,445
Long term lease liabilities, net of current portion		485,604
Total lease liabilities	$	716,049

The Company leases its facilities and certain ATM retail spaces under operating. The Company does not have any significant arrangements where it is the lessor. The Company does not separate lease and non-lease components for arrangements where the Company is a lessee. Leases with an initial lease term of 12 months or less are not recorded on the balance sheet. The Company determines if an arrangement contains a lease at inception. Operating lease expense is recognized on a straight-line basis over the lease term.

Operating lease assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. For purposes of calculating operating lease obligations under the standard, the Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such option. The Company's leases do not contain material residual value guarantees or material restrictive covenants. The discount rate used to measure a lease obligation should be the rate implicit in the lease; however, the Company’s operating leases generally do not provide an implicit rate. Accordingly, the Company uses its incremental borrowing rate at lease commencement to determine the present value of lease payments. The incremental borrowing rate is an entity-specific rate which represents the rate of interest a lessee would pay to borrow on a collateralized basis over a similar term with similar payments. Right-of-use (“ROU”) assets represent the Company’s right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. The operating lease asset also includes any initial direct costs and lease payments made prior to lease commencement and excludes lease incentives incurred.

As of December 31, 2019, the Company's leases have remaining lease terms of up to 5.25 years, some of which include optional renewals or terminations, which are considered in the Company's assessments when such options are reasonably certain to be exercised. Any variable payments related to the lease will be recorded as lease expense when and as incurred. As of December 31, 2019, the operating leases that the Company has signed but have not yet commenced are immaterial.

The components of lease expense were as follows:

	December 31, 2019	December 31, 2018
Lease Cost		
Operating lease cost	$ 703,193	$ 671,905
Variable lease cost	-	-
Total lease cost	$ 703,193	$ 671,905

Maturities of operating lease liabilities as of December 31, 2019, are shown below:

2020	$ 321,350
2021	265,100
2022	189,975
2023	87,990
2024	41,215
2025 and thereafter	4,315
Total lease payments	$ 909,945
Less: imputed interest	193,896
Present value of lease liabilities	$ 716,049

The total weighted-average discount rate and remaining lease term for the Company's operating leases was 15% and 3.23 years, respectively, as of December 31, 2019. Total operating lease payments reflected in operating cash flows were $704,243 for the year ended December 31, 2019. For the year ended December 31, 2019, leased assets obtained in exchange for lease liabilities (a non-cash transaction) was $146,000.

10. Crypto Assets Held

Crypto assets are considered indefinite-lived intangible assets under applicable accounting rules and are initially measured at cost and are not amortized. Accordingly, any decrease in their fair values below our carrying values for such assets at any time subsequent to their acquisition will require us to recognize impairment charges, whereas we may make no upward revisions for any market price increases until a sale. As the Company utilizes crypto assets within its ATMs, and the balances turnover frequently, the Company has classified crypto assets held as current assets in the consolidated balance sheets. The Company assigns costs to transactions on a first-in, first-out basis.

The Company held the following crypto assets as of December 31, 2019 and December 31, 2018.

	December 31, 2019	December 31, 2018
Bitcoin	$ 216,021	$ 190,240
Litecoin	5,911	10,617
Ethereum	21	11,788
Bitcoin Cash	1,414	726
Others	15,793	4,131
	$ 239,160	$ 217,502

11. Stock-Based Compensation

Stock Option Plan

In 2016, the Company established the 2016 Equity Incentive Plan (the 2016 Plan). The 2016 Plan authorized the granting of up to 207,422,610 shares of common stock to officers, employees, and Board members of the Company.

The exercise price of the options was determined by the Board but shall not be less than 100% of the fair market value on the date of grant.

As of December 31, 2019, no shares remained available for future issuance under the 2016 Equity Incentive Plan.

The following table summarizes the stock option activity for the years ended December 31, 2019 and 2018:

	Number of Units	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)
Outstanding at January 1, 2018	164,724,764	$ 0.0016	2.93
Granted	622,345	0.0161	
Exercised	-	-	
Forfeited	(13,593,260)	0.0030	
Expired	-	-	
Outstanding at December 31, 2018	151,753,849	$ 0.0015	1.93
Granted	62,665,163	0.0129	
Exercised	-	-	
Forfeited	-	-	
Expired	(6,996,402)	0.0040	
Outstanding at December 31, 2019	207,422,610	$ 0.0048	2.04
Exercisable	100,528,633	$ 0.0012	1.83

In determining the fair value of the stock options granted in 2019 ($0.0077 per share), the Company used the following assumptions as inputs to the Black-Scholes option pricing model: options expected term – 3.75 years, expected volatility of the underlying stock – 84.4%, risk-free rate – 1.67%, and expected dividend yield zero % (0%).

The Company recognized stock-based compensation expense of approximately $45,176 and ($33,269) during the twelve months ended December 31, 2019 and 2018, respectively. As of December 31, 2019, total unrecognized compensation cost related to unvested stock options was $0.

The Company terminated the 2016 Equity Incentive Plan (the 2016 Plan) in January 2020. As of December 31, 2019, there are no options outstanding.

12. Commitments and Contingencies

The Company is, from time to time, involved in litigation incidental to the Company's business that is generally covered by insurance. While the outcome of any of these matters cannot be predicted with certainty, management does not believe that the outcome will have a material adverse effect on the accompanying consolidated financial statements.

13. Selling, General and Administrative expenses

Selling, general and administrative expenses included the following for the year ended December 31, 2019 and December 31, 2019.

	December 31, 2019	December 31, 2018
General and administrative	$ 692,422	$ 941,671
Rent	265,278	256,060
Travel	130,447	305,669
Selling and marketing	42,772	118,440
	$ 1,130,919	$ 1,621,840

14. Other (Income) expense

Other (income) expenses included the following for the year ended December 31, 2019 and December 31, 2019.

	December 31, 2019	December 31, 2018
Loss (gain) on crypto asset borrowing derivatives	$ 1,361,096	$ (2,453,087)
Fees on crypto asset borrowings	372,098	263,638
Other (income) expense	(405,859)	(346,770)
	$ 1,327,335	$ (2,536,219)

15. SAFT

In 2018, the Company issued a series of instruments called "Simple Agreements for Future Tokens" (SAFTs) in exchange for cash investments. The SAFTs entitle holders to receipt of tokens representing equity in the company under certain pre-defined circumstances. These include a qualified financing event in which the Company raises $15MM or more in a single transaction, a "corporate transaction" (sale of all or substantially all of the Company's assets), or a dissolution. The Company may also elect to issue equity in lieu of tokens in settlement of the SAFTs.

In January 2020, Athena issued 1,653,425,404 shares of common stock for the full outstanding SAFT balance of $5,434,819 as the merger between GamePlan and Athena qualified as a corporate transaction.

16. Related Party

Aside from the transactions discussed in other notes to these financial statements, the Company continues to carry a payables balance to Red Leaf Opportunities Fund LP, an entity in which the Chief Executive Officer has a controlling interest in the General Partner, Red Leaf Advisors LLC, for previous purchases of crypto assets. The outstanding balance due to Red Leaf Opportunities Fund LP as of December 31, 2019 and 2018 was $531,905 and $531,905, respectively, and is included in accounts payable in the consolidated balance sheets.

17. Income Taxes

For the year's ended December 31, 2019 and 2018, the Company with the consent of the stockholders, has elected to be taxed as an "S Corporation" under the provisions of the Internal Revenue Code and comparable state income tax law. As an S Corporation, the Company is generally not subject to corporate income taxes and the Company's net income or loss is reported on the individual tax return of the Company's stockholders. Therefore, no provision or liability for income taxes is reflected in the financial statements.

The Company is otherwise currently unaware of any uncertain tax positions that could result in significant additional payments, accruals, or other material deviation in this estimate over the next twelve months.

Major tax jurisdictions are the United States and Illinois. All of the tax years will remain open three and four years for examination by the Federal and state tax authorities, respectively, from the date of utilization of the net operating loss. There are no tax audits pending.

18. Subsequent Events

The Company has evaluated subsequent events after the consolidated balance sheet date of December 31, 2019 through April 7, 2021 the date on which the consolidated financial statements were available to be issued.

On January 31, 2020, the Company entered into a convertible debenture agreement with KGPLA LLC, an entity in which a director of the Company has controlling interest. The convertible debenture provided for a principal amount of $3,000,000, with a maturity date of January 31, 2025. Interest as defined by the agreement is 8% per annum. KGPLA, LLC has the option to convert the outstanding principal and accrued interest balance into common stock of the Company at the lower of $0.012 per share or 20% discount to the next major financing or change in control. As of December 31, 2019, the outstanding principal was $3,000,000.

On January 31, 2020, the Company entered into a convertible debenture agreement with Swingbridge Crypto III, LLC. The convertible debenture provided for a principal amount of $125,000, with a maturity date of January 31, 2025. Interest as defined by the agreement is 8% per annum. KGPLA, LLC has the option to convert the outstanding principal and accrued interest balance into common stock of the Company at the lower of $0.012 per share or 20% discount to the next major financing or change in control. As of December 31, 2019, the outstanding principal was $125,000.

The conversion rate of the convertible debentures represents a beneficial conversion feature; thus, the Company recorded a discount on the convertible debenture of $1,136,364 with a corresponding increase to additional paid in capital. The discount will be amortized to interest expense over the life of the convertible debenture. The carrying value of the discount as of December 31, 2019 is $928,000.

On March 9, 2021, the Company's board of directors and majority shareholders approved a name change, however, the board of directors did not designate a proposed date for such change. On April 6, 2021, the Company filed an amendment to its Articles of Incorporation with the Secretary of State of the state of Nevada with the effective date of April 15, 2021 to change the Company's name to "Athena Bitcoin Global". On April 7, 2021, the Company applied to the Financial Industry Regulatory Authority for approval to change the Company's current name and ticker symbol.

On March 31, 2021, the Company experienced a breach in its security that resulted in the loss of 29 Bitcoin with a market value of $1.7 million and resulting in a two-hour sales outage. The Company is working with the authorities in the hopes of apprehending the party or parties responsible and recovering the Bitcoin. This loss has not been provided for in these results and will be accounted in the results for the quarter ending March 31, 2021.